

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
Stinson, Terry Dean
5400 Miramar Lane
Colleyville, TX 76034
2. Issuer Name and Ticker or Trading Symbol
Lennox International Inc. (LII)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
12/13/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)
Director
7. Individual or Joint/Group Filing (Check Applicable Line)
[X] Form filed by One Reporting Person
[] Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2) Trans- action Date (Month/ Day/Year)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired(A) or Disposed of (D) A or D Amount Price	5) Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner- ship Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
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Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/Year)	4) Trans- action Code Code V A D	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date Date Exercisable Expiration Date
Non-Qualified Stock Option (right to buy)	\$13.3750	12/13/02		A	12,483	(1) 12/13/09

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Trans- action Date	3A Deemed Execution Date, if any (Month/ Day/Year)	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Secur- ity Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10) Ownership Form of Derivative Security: or Direct (D) or Indirect (I)	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy)	12/13/02		Common stock, par value \$0.01 per share	12,483	12,483	D	

Explanation of Responses:

(1) The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.
- Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: Terry Dean Stinson
DATE 12/17/02

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.